

# CODE OF BUSINESS CONDUCT AND ETHICS

Adopted by the Board of Directors of Tempur Sealy International, Inc.

Updated January 8, 2015

## Contents

[Workplace Excellence and Tempur Sealy's Code of Business Conduct and Ethics](#)

[Lawful and Ethical Behavior](#)

[Reporting Concerns](#)

[Our People](#)

[Equal Opportunity Employer](#)

[Work Environment](#)

[Communication](#)

[Conflicts of Interest](#)

[Our Company](#)

[Confidentiality](#)

[Fair Dealings](#)

[Corporate Opportunities](#)

[Protection and Use of Company Assets](#)

[Protection of Personal Information](#)

[Use of Computer and Electronic Resources](#)

[Marketing and Selling](#)

[Accuracy of Company Records and Retention](#)

[Responsibility With Respect to Public Disclosures](#)

[Reports Regarding Accounting and Auditing Matters](#)

[Our Customers](#)

[Payments or the Giving and Receiving Gifts](#)

[Our Stockholders](#)

[Inside Information and Trading](#)

[Our Communities](#)

[Improper Payments and Bribes](#)

[Anti-trust Laws](#)

[Foreign, National, and Local Laws and Customs](#)

[Political Contributions and Payments](#)

[Charitable Contributions](#)

[Compliance](#)

[Waivers](#)

[Enforcement](#)

[Amendments](#)

[Public Availability of the Code of Business Conduct and Ethics](#)

[Concluding Advice](#)

## Workplace Excellence and Tempur Sealy's Code of Business Conduct and Ethics

This Code of Business Conduct and Ethics (this "Code") reflects the commitment of Tempur Sealy International, Inc. and its subsidiaries (collectively, "Tempur Sealy" or the "Company") and its employees, executive officers, and members of the Board of Directors to conduct our business lawfully and with unquestionable integrity. This Code reflects who we are as a company and what is important to us. All employees, executive officers, and members of the Board of Directors must know and comply with all Company policies that apply to their jobs and report any suspected violations of law or the Company's policies. Likewise, managers must ensure that those who report to them are familiar with the policies that apply to their jobs and maintain a workplace environment in which all persons feel comfortable raising concerns.

Ethical leadership at all levels of Tempur Sealy is critical. We are committed to maintaining the highest standards of ethical conduct. Every employee, executive officer, and member of the Board of Directors, must be familiar with his or her obligations under this Code and conduct himself or herself accordingly. Please read this Code carefully.

### Lawful and Ethical Behavior

Lawful and ethical behavior is critical to our continued success. It is required. You must comply with those laws and regulations relating to your business conduct. In addition, you must avoid and report any activity that involves, or could lead to the involvement of, the Company in any potentially unlawful practice. Accordingly, you must understand the laws and regulations relevant to your work and comply with the legal requirements of the country where you are working.

Some laws affect everyone, such as those concerning equal employment opportunity and occupational health and safety. Other laws primarily affect employees and contractors in particular roles, such as those concerning our operations, financial reporting and customer service. The laws that govern our activities may be complex, but ignorance of the law does not excuse you from your obligation to comply. Seek advice from your managers or Tempur Sealy's legal department when you are unclear about those laws or regulations relating to your work.

In addition to complying with the law, you must adhere to the ethical and other standards set forth in this Code. Tempur Sealy strives to conduct all of its business activities in a manner consistent with the highest standards of integrity and ethical behavior. You are expected to demonstrate an uncompromising degree of integrity, responsibility and professional conduct in the performance of your responsibilities. You must be honest and sincere in your dealings with, and respect the rights of, customers, government officials, the public, suppliers, competitors and fellow employees or contractors. You must never take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other such intentional practice. Nor should you participate in or facilitate any illegal conduct by others. Open relationships between employees and managers should be maintained, as well as cultivating productive and professional relationships with employees at other entities and exercising sound judgment and integrity at all times.

This Code contains policy statements and summaries for many key areas of business and personal conduct. While it addresses our main issues of concern, there are other specific policies in place that you must read and understand. For instance, Tempur Sealy employees should refer to, among other things, the policies

contained in Employee Handbook. Contractors should refer to the terms of their contracts with Tempur Sealy, as well as their own internal policies and procedures.

Managers are responsible for their own adherence to this Code and for establishing an expectation and accountability for employees' adherence to this Code. We must ensure that we act lawfully and ethically at all times, even when it costs us business or profits in the short term. Lawful and ethical behavior is in our long-term best interest, as it maintains our excellent reputation for trustworthiness and reliability. Proper business conduct encourages loyalty from our team members, vendors and customers and fosters a mutually beneficial relationship between Tempur Sealy and the communities in which we operate.

## Reporting Concerns

It is the responsibility of each employee, executive officer, and member of the Board of Directors to promptly report perceived violations of law or this Code. Each employee shall report violations to his or her supervisor or by use of the corporate governance hotline services described below. Directors shall report violations by use of the corporate governance hotline services or by direct report to the Chair of the Nominating and Corporate Governance Committee and at least one other member of the Audit Committee of the Board. It is the responsibility of the Company to make any required report of violations of law to the appropriate government authorities.

Corporate Governance Hotline: 1-866-520-7790 (North America Toll Free)  
1-407-965-3652 (International Direct Dial Worldwide Toll)

The Hotline is available 24 hours a day, seven days a week.

Corporate Governance Hotline - Web Submission System: <https://tempursealy.silentwhistle.com>

At the request of the reporting person, reports received through the corporate governance hotline services will be kept confidential and anonymous, except as necessary to conduct, conclude, and, if appropriate, take legal action as a result of the investigation.

Any employee, executive officer, and member of the Board of Directors who, in good faith, reports what he or she believes to be a violation of this Code will not be subject to any disciplinary action or other form of retaliation as a result of making such report.

## Our People

### Equal Employment Opportunity

We are committed to providing a workplace where you are respected, satisfied and appreciated. Our policies are designed to promote fairness and respect for everyone.

We hire, evaluate and promote employees, and engage contractors, based on their skills and performance. With this in mind, we expect everyone to treat others with dignity and respect and will not tolerate certain behaviors. Unacceptable behaviors include harassment, violence, intimidation and discrimination of any kind involving race, color, religion, national origin, gender, sexual orientation, gender identity, gender expression, age, disability, veteran status, marital status (where applicable), or any other characteristic protected under applicable law.

Unwelcome sexual advances and other inappropriate personal conduct are prohibited. We strictly prohibit, and will not tolerate, any type of harassment or any acts that create the potential for harassment, either in terms of individual employee morale or in violation of applicable laws. Be aware that harassment may take many forms, including sexual advances, propositions, threats, threatening conduct and unwanted physical contact. Harassment may also occur when your words, actions or behavior create a hostile, intimidating or offensive work environment, such as making demeaning comments, jokes or gestures.

Tempur Sealy policies prohibit intimidation, retribution or any other form of retaliation for any reports of misconduct by others that you make in good faith.

### Work Environment (Health and Safety)

We are committed to providing a safe, healthy and alcohol- and drug-free workplace. All forms of unlawful conduct, including threatening or intimidating behavior, assaults or violence of any kind, are prohibited. All employees are responsible for reporting unsafe work conditions, threats and unusual actions or situations (including those relating to vendors or customers) that have the potential for workplace violence. You must understand and comply with the safety, health and environmental laws and regulations that affect our business activities, as well as any related company policies. We are also committed to avoiding, where possible, adverse impact to the environment and communities where we do business. We also insist that contractors, suppliers and others who work with us adhere to, and follow, applicable laws and regulations.

### Communication

Tempur Sealy is committed to conducting business in an open and honest manner. All communications, whether internal or external, must be accurate and forthright. Tempur Sealy is committed to providing open communication channels that encourage candid dialogue relative to employee concerns, responsible opinions, and constructive criticism of Tempur Sealy, its supervisors, managers, and/or policies. Such an atmosphere can only be fostered in an environment free from any prospects of retaliation due to the expression of honest opinion. It is never Tempur Sealy's intent to discourage feedback through either intimidation or perceived disinterest.

## Conflicts of Interest

We respect your right to manage your personal affairs and investments. At the same time, employees, executive officers, and members of the Board of Directors must avoid activities or situations that present a potential conflict between their personal interests and the interests of Tempur Sealy. Employees, executive officers, and members of the Board of Directors owe Tempur Sealy their loyalty, and should therefore avoid any interest, investment or association that interferes with the independent exercise of sound judgment in the best interests of Tempur Sealy. Also, any activity or situation that appears to create a conflict of interest must be avoided.

In particular:

- Tempur Sealy does business without favoritism. Accordingly, neither you nor any member of your immediate family should have a direct or indirect interest in, or relationship with, any organization (including vendors, customers or competitors of Tempur Sealy), where such relationship might affect, or be perceived to affect, the objectivity and independence of your judgment or conduct in carrying out your duties and responsibilities.
- Other than in exceptional circumstances where particular arrangements may be authorized, you should never be in a position to influence the employment conditions (e.g., promotion, work assignment, compensation, and discipline) or performance assessment of a family member who is a Tempur Sealy employee, contractor or agent.
- Tempur Sealy employees must not take additional employment with outside organizations or operate their own businesses when such employment or activity will create an actual or perceived conflict of interest (e.g., employment with a competitor, customer or supplier) with Tempur Sealy or when such employment or activity involves the use of Tempur Sealy proprietary information or Tempur Sealy -based property or systems.
- Unless preapproved by the Executive Vice President and Chief Financial Officer and the Chief Accounting Officer, and the Audit Committee of the Board of Directors of Tempur Sealy, you may not hire any person who has been employed during the preceding three years by Tempur Sealy's independent auditor (currently, Ernst & Young LLP).

We expect that you will not knowingly place yourself in a position that could create a conflict of interest, or the perception of a conflict. When you believe you may have a conflict of interest after reviewing the Company's policy, you must immediately disclose this fact to your manager and Tempur Sealy's legal department for further review.

## Our Company

### Confidentiality

Each employee, executive officer, and member of the Board of Directors must maintain the confidentiality of all confidential and non-public information entrusted to him or her by the Company and its customers and suppliers, except when disclosure is authorized by an executive officer of the Company or required by applicable laws or regulations. Confidential information includes all information that, if disclosed, might be of use to competitors of the Company, or harmful to the Company or its customers or suppliers. It also includes information that Company customers and suppliers have entrusted to the Company. For example, confidential information includes non-public information concerning Tempur Sealy or our finances, technology, business plans, employees, vendors or customers, pricing or vendor information, corporate development materials, the cost of goods, personnel files, manuals and procedures, computer software, design documents, videos and internal reports or memoranda. Information that the Company has made public, such as press releases, advertisements or documents filed with governmental regulatory authorities, is not confidential information.

You must never disclose confidential information in any form or forum, including on blogs, wikis, online chat rooms, electronic bulletin boards or similar publicly available Internet forums.

You must also exercise caution when discussing Tempur Sealy business in public places where conversations can be overheard, such as restaurants or elevators. Avoid reading confidential documents in public places, such as airplanes or trains, and do not discard them where others can retrieve them. You may disclose confidential information to other Tempur Sealy employees only when they have a legitimate, business-related need to know the information. Where possible, and consistent with the document retention policies that apply to your job, disposal of confidential documents should be accomplished by shredding. You must never use Tempur Sealy proprietary information for personal gain or for the benefit of persons outside of Tempur Sealy. In addition, you must respect the privacy of your fellow employees and contractors.

You are obligated to keep this information confidential both during the term of your employment or engagement and afterward.

### Fair Dealing

The Company seeks to outperform its competition fairly and honestly through superior performance and not through unethical or illegal business practices. Each employee, executive officer, and member of the Board of Directors must endeavor to deal fairly with their colleagues and Company customers, suppliers and competitors. Employees, executive officers, and members of the Board of Directors cannot steal or appropriate proprietary information, possess trade secret information obtained without the owner's consent or induce such disclosures by past or present employees of other companies. No employee, executive officer, or member of the Board of Directors may take unfair advantage of anyone through manipulation, concealment, abuse of confidential information, misrepresentation of material facts or any other unfair-dealing practice. The knowing or deliberate falsification of any documents or data by an employee, executive officer,

or member of the Board of Directors may be the basis for immediate discharge and may subject such individual to civil and/or criminal penalties.

## Corporate Opportunities

Customers, employees, service providers and others routinely present ideas and opportunities to Tempur Sealy. Likewise, in the course of your employment with Tempur Sealy, you may be presented with, discover or develop ideas or opportunities for new business or investment. These opportunities and ideas are the sole and exclusive property of Tempur Sealy. Employees are prohibited from taking such an idea or opportunity for their personal benefit without the prior, written consent of Tempur Sealy's legal department. You may not use your position within Tempur Sealy, or any Company property or information, for improper personal gain or to compete with Tempur Sealy. You owe a duty to Tempur Sealy to advance its interests when the opportunity to do so arises.

## Protection and Proper Use of Company Assets

Each employee, executive officer or member of the Board of Directors is a steward of the Company's assets, and as such, has an obligation to protect and preserve corporate assets and to seek to ensure their efficient use. Theft, carelessness, and waste have a direct and negative impact on the Company's profitability. All corporate assets must be used for legitimate business purposes only.

One of our most important assets is the information that we generate in the course of business, whether technical, business, financial or otherwise. Any information you encounter in the course of your employment or engagement that pertains to Tempur Sealy business is the exclusive property of Tempur Sealy. This includes non-public information that might be of use to competitors, or harmful to our customers or us if disclosed. Protecting this information is very important to our continued growth and ability to compete. Such information may be disclosed only when properly authorized.

If you are ever contacted by a reporter or another member of the media or an investment analyst, even with a simple question, you must promptly refer the person to the investor relations department, as appropriate. It is extremely important to have one person speaking for Tempur Sealy so that we avoid making contradictory statements.

## Protection of Personal Information

The Company respects the privacy of all its employees, business associates and consumers. We must handle personal data responsibly and in compliance with all applicable privacy laws. Employees who handle the personal data of others must:

- Act in accordance with applicable law;
- Act in accordance with any relevant contractual obligations;
- Collect, use and process such information only for legitimate business purposes;
- Limit access to the information to those who have a legitimate business purpose for seeing the information; and
- Take care to prevent unauthorized disclosure.



See Tempur Sealy International, Inc.'s "Data Privacy Policy" for additional guidance on the handling of personal data and a description of protected information.

## Use of Computer and Electronic Resources

Our computer resources, including e-mail systems, Internet services and remote access via personal devices (such as computers, tablets, and smartphones) are intended to aide in workplace efficiencies. In using these resources, you are expected to show the utmost respect for Tempur Sealy employees, systems and resources. Minimal personal use may be acceptable when such use is allowed by your manager and does not interfere with your job duties, the business needs of other employees or serving customers. Never use computer resources for illegal purposes, such as downloading, copying or sending copyrighted materials (e.g., music and movies). You may not reproduce, distribute or alter copyrighted material without the permission of the copyright owner or authorized representative. Likewise, Tempur Sealy requires that computer software be distributed only in accordance with the terms of the applicable license agreement and that any use of open source software be preapproved. In addition, computer resources (other than certain designated bulletin boards) may not be used for personal gain, political purposes, or any solicitation that is prohibited by the Company's policies.

The data and use made of personal devices used for company purposes are considered company property for the limited purpose of authorizing the company to remove such data and information upon an employee's termination or departure from the business.

Do not access, send or download any information that could be insulting or offensive to another person, such as graphic, vulgar, violent, racially or sexually offensive materials or any other message that could be viewed as harassment. Also remember that "flooding" Tempur Sealy systems with junk mail and trivia hampers the ability of our systems to handle legitimate company business and is not permitted.

You must exercise proper care and good judgment when using social media. It is important that you not give the improper impression that you are individually speaking on behalf of the Company when using social media, unless you are expressly authorized to do so.

You should have no expectation of privacy regarding Tempur Sealy computer or other communication (handheld or otherwise) resources. Unless prohibited by law, we reserve the right to retrieve Tempur Sealy computers and to access and disclose all information contained on them at any time for any reason, with or without your knowledge or consent. Use good judgment and do not access, send a message or store any information that you would not want to be seen or heard by others.

## Marketing and Selling

We are committed to selling our products and services honestly and will not pursue any sale that requires us to act unlawfully or in violation of this Code. The Company will avoid any conduct or understanding that may illegally restrain trade. Sales of the Company's products and services must be free from any inference or perception that favorable treatment was sought, received, or given by way of payments, gifts, favors, entertainment, or other gratuities.

## Accuracy of Company Records and Retention

Adequate records are maintained to meet our financial, legal, regulatory and operational objectives and requirements. Most Tempur Sealy employees and contractors are involved with reports and documents of some kind, such as preparing time sheets, expense statements or hours of service logs, approving invoices, reporting customer information, signing for receipt of purchased materials or preparing inventory reports. While we all may not need to be familiar with accounting procedures, we do need to make sure that every business record is accurate, complete and reliable. Falsification or unauthorized destruction of any company document or record, whether on paper, tape, disk, video, electronic media or in any other format, will not be tolerated.

Tempur Sealy maintains a system of internal controls that, among other things, ensures the integrity and accuracy of Tempur Sealy business and financial records. You must comply with the internal control requirements applicable to your job and make sure that all of the business records for which you are responsible are truthful and accurately reflect the transactions being recorded. Unrecorded or “off-the-books” funds or assets must not be kept for any purpose. Where applicable to your job, you should routinely compare written records of assets to actual assets. False, misleading or incomplete information impairs our ability to make good decisions, undermines trust in the long term, and may in some cases be illegal. You must also ensure that only authorized persons execute transactions on behalf of Tempur Sealy or have access to Tempur Sealy assets. Please consult the finance or internal audit departments when you have questions regarding Tempur Sealy internal controls.

Our retention requirements are, at a minimum, based on specific statutory and regulatory requirements that are unique to a particular business operation. Such retention requirements apply to all Tempur Sealy documents, including e-mail and other electronic records. Failing to comply with our records retention policies, even innocently, can cause serious business or legal repercussions. Consult with your manager or Tempur Sealy’s legal department with any questions regarding records retention.

Never destroy or alter any document or record you believe may be the subject of any pending, threatened or likely claim, controversy or proceeding, whether investigative, administrative or judicial.

## Responsibility With Respect to Public Disclosures

We are committed to providing full, fair, accurate, timely and understandable disclosure in our public communications and in the reports and documents that we file with regulatory authorities, including the U.S. Securities and Exchange Commission (SEC). Strict compliance with both the spirit and the letter of the law governing public disclosures and reporting to the SEC is required. Our disclosures will enable our stockholders to understand (i) the key business opportunities we see, (ii) the issues and risks we manage, (iii) the critical accounting policies we employ and (iv) the important judgments we make in preparing our financial statements.

Only certain Tempur Sealy employees are authorized to release information about Tempur Sealy as part of their regular duties, subject to our established procedures. Otherwise, you must never release information concerning Tempur Sealy or its business activities without prior, written approval from Tempur Sealy’s legal department.

## Reports Regarding Accounting and Auditing Matters

When you have any concern regarding questionable accounting, internal accounting controls or auditing matters relating to Tempur Sealy, you are required to report it. Examples of such concerns include:

- Fraud or deliberate error in the preparation, evaluation, review or audit of any Tempur Sealy financial statement;
- Fraud or deliberate error in the recording and maintaining of Tempur Sealy financial records;
- Deficiencies in, or noncompliance with, Tempur Sealy internal accounting controls;
- Misrepresentation or false statement to, or by, a senior officer or accountant regarding a matter contained in Tempur Sealy financial records, financial reports or audit reports; or
- Deviation from full and fair reporting of the financial condition of Tempur Sealy.

You may notify the Audit Committee by writing to the Chair of Tempur Sealy's Nominating and Corporate Governance Committee who will forward any and all complaints received regarding Accounting Matters to the Audit Committee or by using the Tempur Sealy Corporate Governance Hotline.

Tempur Sealy policies prohibit intimidation or retribution for any reports of misconduct by others that you make in good faith.

For additional information about the treatment of reports regarding accounting or auditing matters, see our "Policy on Complaints on Accounting, Internal Accounting Controls, and Audit Matters," a copy of which can be obtained from Tempur Sealy's legal department or from the corporate governance section of the Tempur Sealy investor relations Web site at

<http://investor.tempursealy.com>.

## Our Customers

### Payments or the Giving and Receiving Gifts

You, and members of your immediate family, must not accept compensation as an employee or otherwise, or gifts or paid-for entertainment (other than of nominal value), loans (of any amount) or other favors from a vendor, prospective vendor or any person with whom Tempur Sealy does, or may do, business. Receiving such items or favors may compromise — or appear to compromise — your ability to make objective, impartial and fair business decisions. Offering or receiving any gift, gratuity or entertainment that might be perceived unfairly to influence a business relationship must be avoided. Gifts of cash or cash equivalents (such as gift cards or gift certificates) must never be offered or received. In addition, you must never solicit a gift or entertainment. Business entertainment should be moderately scaled and intended only to facilitate business goals. Gifts that are repetitive (no matter how small) may be perceived to be an attempt to create an obligation to the giver and are therefore inappropriate. This policy applies at all times, and does not change during traditional gift-giving seasons.

You must obtain the approval of your manager or Tempur Sealy's legal department, as well as any other approvals required by Company policy, before accepting any gift or entertainment of more than nominal value from a vendor, prospective vendor or any person with whom Tempur Sealy does, or may do, business. When in doubt, advice should be sought from Tempur Sealy's legal department.

## Our Stockholders

### Insider Information and Trading

It is illegal and unethical to buy or sell securities, or tip others to trade, while in possession of material non-public information about that security (sometimes called “Inside Information”) or to communicate such information to others who trade on the basis of such information (commonly known as “tipping”). Material non-public information is any information about a company (Tempur Sealy, our vendors or customers) that a reasonable investor would consider significant in deciding whether to buy, hold or sell the security. Information is non-public until it has been effectively communicated by the Company to, and absorbed by, the marketplace through a press release or other appropriate manner. Whether a particular piece of information is “material” or “non-public” will be judged with 20-20 hindsight. When an employee, executive officer or member of the Board of Directors has any doubt about whether or not they have material, non-public information, they should assume that it is material and has not been disclosed to the public. Do not hesitate to consult Tempur Sealy’s legal department with any questions you may have.

Additionally, employees, executive officers or members of the Board of Directors (and their immediate family members) are prohibited from involvement in any transaction (including a sale, a purchase, a gift, a loan or pledge or hedge, a contribution to a trust or any other transfer) in Tempur Sealy shares during company-imposed “blackout periods.” In addition, certain officers and members of the Board of Directors are required to obtain prior clearance from Tempur Sealy’s Chief Financial Officer prior to engaging in any transactions involving Tempur Sealy securities.

See Tempur Sealy International, Inc.’s “Policy on Insider Trading and Confidentiality” for complete information regarding this policy.

## Our Communities

### Improper Payments and Bribes

We do not tolerate the making of payments or payments in-kind (gifts, favors, etc.) to influence individuals to award business opportunities to us or to make a business decision in our favor regardless of local custom or practice. In international business, in particular, employees or contractors may sometimes come under pressure to make payments or payments in-kind to induce others improperly to grant permits or services to which we would not generally be entitled. Never make or agree to such payments. Bribes, “kick-backs,” secret commissions and similar payments are strictly prohibited. Moreover, they may expose Tempur Sealy and its employees and contractors to criminal prosecution and serious penalties under U.S. law and the laws of other countries.

Strict rules apply when Tempur Sealy does business with governmental agencies and officials, whether in the U.S. or other countries. Each employee and director, as well as all of the Company’s agents and representatives, must comply with the Foreign Corrupt Practices Act (“FCPA”) of the United States, the Bribery Act of 2010 (“Bribery Act”) of the United Kingdom and all other applicable anti-corruption laws around the world regardless of local custom or practice. The FCPA, the Bribery Act and the laws of many other countries prohibit payments or offers to make payments of any kind, including the giving or offering of anything of value to foreign (non-U.S.) government officials, including officials of public international organizations, office seekers, political parties, party officials and, in some instances, private persons to influence business in any way or obtain an improper advantage. Laws in many other countries where we may conduct business are even broader and cover corrupt payments made to any person, regardless of whether the person is a foreign official. The FCPA, the Bribery Act and most other anti-corruption laws around the world also apply to agents acting on the Company’s behalf as well as the activities of joint ventures and consortiums. Contact Tempur Sealy’s legal department for further guidance on compliance with anti-corruption laws and policies.

### Antitrust Laws

Antitrust laws, which are also known as competition laws outside of the U.S., are designed to ensure a fair and competitive free market system where no single company has a monopoly on providing a service or a product. While Tempur Sealy competes vigorously in the marketplace, we comply with the applicable antitrust and competition laws wherever we do business. This means that we compete on the merits of our services, prices and customer loyalty.

Some of the most serious antitrust offenses occur between competitors, such as agreements to fix prices or to divide customers, territories or markets. It is therefore very important for you to avoid discussions with competitors regarding customers, pricing policies, bids, discounts, promotions, terms and conditions of sale and any other proprietary or confidential information. Remember that unlawful agreements need not be written or even consist of express commitments. Agreements can be inferred based on “loose talk,” informal discussions, or the mere exchange of certain information. If a conversation with a competitor enters an inappropriate area, you should end the conversation at once and report the matter immediately to Tempur Sealy’s legal department.

Antitrust laws may also apply in other circumstances, like benchmarking efforts, trade association meetings or strategic alliances involving competitors.

## Foreign, National and Local Laws and Customs

It is the Company's policy to abide by the national and local laws of the countries in which we operate unless prohibited by U.S. law. When local customs and business or social practices vary from the guidelines in this Code, it is permissible to conform to local customs and practices for the proper conduct of Company business to the extent that they comply with the Company's policies.

## Political Contributions and Payments

Employees and directors may not use corporate funds or assets for contributions of any kind to any political party or committee in the United States or to any candidate for, or holder of, any office of any national, state or local government in the United States, except to the extent permitted by applicable law. In countries other than the United States, any such contribution and payments shall be determined in accordance with local law and practice, as well as U.S. law.

The Company recognizes the need for, and therefore encourages, its employees to contribute their personal funds and their personal time to support candidates of their choice. Good judgment must be exercised to ensure that personal involvement in political activities does not impair an individual's work effort or adversely affect the Company's standing or image in the community.

## Charitable Contributions

Employees and directors are encouraged to support the charitable efforts of the communities in which they live and where Tempur Sealy does business. Under no circumstances, however, should an employee or director, either directly or indirectly, be subject to pressure by the Company or any employee or director to support, by way of individual contributions or charitable endeavors, any charitable organization. No employee may have his employment or chance of future advancement conditioned in any way on the employee's support of charitable endeavors.

## Compliance

It is the responsibility of each employee, executive officer and member of the Board of Directors to comply with this Code. Failure to comply with this Code and the associated Company policies may result in disciplinary action, including termination of employment with the Company (or, in the case of a director, a decision not to re-nominate), referral for criminal prosecution, and reimbursement of any of the Company's losses or damages resulting from such violation. Compliance with this Code includes the responsibility to report promptly any violation or apparent violation of the provisions of this Code. At the time an employee, executive officer or director commences service and periodically during their term of service, each such person will be asked to review and certify as to their compliance with this Code.

## Waivers

Any waiver of any of the provisions of this Code for any executive officer or director may be made only by the Board of Directors or the Audit Committee of the Board. Any such waiver must be promptly disclosed to stockholders in accordance with the applicable rules of any stock exchange on which the Company's securities are traded as well as in accordance with the rules and regulations of the SEC.

## Enforcement

It is our policy to prevent the occurrence of unethical or unlawful behavior, to immediately stop any such behavior that is detected and to discipline persons who engage in such behavior. We will also discipline managers who fail to exercise appropriate supervision and oversight, thereby allowing such behavior to go undetected.

Deviating from the guidelines set forth in this Code or in other Tempur Sealy policies can have severe consequences for both the individuals involved and Tempur Sealy. Conduct that violates the guidelines set forth in this Code or in other Tempur Sealy policies constitutes grounds for disciplinary action, up to and including termination of employment or engagement. In some cases, criminal and civil prosecution may also be pursued.

The Executive Vice President and General Counsel of Tempur Sealy has ultimate responsibility for overseeing compliance with all applicable laws, this Code and all related policies and procedures. Each member of Tempur Sealy management is responsible for ensuring compliance with this Code, and all other applicable policies and procedures, within the area of his or her responsibility.

## Amendments

This code may be amended by the Board of Directors. The Company must report amendments pertaining to executive officers and members of the Board of Directors as required by applicable laws, rules, and regulations, including those of any stock exchange on which the Company's securities are traded as well as the SEC.



## Public Availability of the Code of Business Conduct and Ethics

This Code shall be made available to the public by posting on the Company's website. Printed copies shall also be made available to the Company's stockholders upon written request. Each annual report filed with the Securities and Exchange Commission on Form 10-K must state that this Code is available through these media.

## Concluding Advice

The preceding pages of this Code describe Tempur Sealy's commitment to lawful and ethical business practices and serve as a guide for all of our team members. Our objective is to provide you with the right information and tools for you to perform your job with the high level of ethical and professional standards that are expected of everyone associated with Tempur Sealy.

While you should read and be familiar with the Code (as well as the specific policies and procedures applicable to your job), not all ethical or compliance issues are clear-cut. No two situations are alike, and seemingly subtle differences can affect how a particular situation should be handled. In these circumstances, you should always ask yourself:

- Do I have all the facts?
- Does it violate the law or any Tempur Sealy policy or procedure?
- What consequences could result from my decision or inaction?
- Would I be proud to tell people I respect about my actions?
- Would I want to read about it in tomorrow's newspaper?
- Is there someone at Tempur Sealy who can provide some guidance for me?

When you find yourself in a situation where you are unsure of what to do, you should seek guidance through one of the several resources described in this Code.

Each of you plays an important role in the success of the Company. By conducting ourselves with integrity and honesty, we can help to assure the continued success of Tempur Sealy.

**TEMPUR SEALY INTERNATIONAL, INC.  
CODE OF BUSINESS CONDUCT AND ETHICS  
UPDATED [JANUARY 8, 2015]**

The undersigned hereby acknowledges that he/she has received, read and will abide by the Code of Business Conduct and Ethics of Tempur Sealy International, Inc.

---

(Print Name)

---

(Signature)

---

(Date)